

WHITE & CASE

1747 PENNSYLVANIA AVENUE N.W.

1155 AVENUE OF THE AMERICAS, NEW YORK

333 SOUTH HOPE STREET, LOS ANGELES

200 SOUTH BISCAYNE BOULEVARD, MIAMI

20 PLACE VENDÔME, PARIS

66 GRESHAM STREET, LONDON

WASHINGTON, D.C. 20006

(202) 872-0013

TELECOPY: (202) 872-0210

TELEX: 197898

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO

15 QUEEN'S ROAD CENTRAL, HONG KONG

50 RAFFLES PLACE, SINGAPORE

BIRGER JARLSGATAN 14, STOCKHOLM

CUMHURİYET CADDESİ 12/10, ISTANBUL

ZIYA ÜR RAHMAN CADDESİ 17/5, ANKARA

HAR:CSP

9-089A009

March 30, 1989

Office of the Secretary
Recordations Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO 15829-B FILED 1423

MAR 30 1989 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

ATTENTION: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303. This document is a Partial Termination agreement, a secondary document, dated March 30, 1989. The primary document to which this termination agreement is connected is recorded under Recordation No. 1-5829.

The names and addresses of the parties of the documents are as follows:

The Baltimore and Ohio Chicago
Terminal Railroad Company, Lessor
100 North Charles Street
Baltimore, Maryland 21201

CSX Transportation, Inc., Lessee
100 North Charles Street
Baltimore, Maryland 21201

A description of the equipment covered by this document follows:

899 100-ton high-side coal gondola
cars bearing the road numbers
CSXT 380,907 - CSXT 380,910
CSXT 380,912
CSXT 380,916 - CSXT 381,806
CSXT 381,812 - CSXT 381,815

MAR 30 10 16 AM '89
MOTOR OPERATING UNIT

C. Decker
Handwritten signature

Interstate Commerce Commission
March 30, 1989
Page 2

A filing fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Partial Termination Agreement to
Lease of Railroad Equipment with
Recordation No. 1-5829 dated
March 30, 1989 and covering
899 100-ton high-side coal gondola
cars bearing the road numbers
CSXT 380,907 - CSXT 380,910
CSXT 380,912
CSXT 380,916 - CSXT 381,806
CSXT 381,812 - CSXT 381,815

Very truly yours,

A handwritten signature in dark ink, appearing to read "Harriet A. Robinson", with a stylized flourish at the end.

Harriet Ann Robinson

Enclosures

MAR 30 1989 -10 25 AM

PARTIAL TERMINATION

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT") and CSX Transportation, Inc. ("CSXT") have entered into an Agreement of Lease dated as of September 2, 1988 (the "Lease");

WHEREAS, an executed counterpart of the Lease was filed with the Interstate Commerce Commission on September 19, 1988 at 12:15 p.m. (Recordation No. 1-5829);

WHEREAS, the Lease covers, inter alia, 899 100-ton high-side coal gondola cars bearing the Lessee's road numbers CSXT 380,907 - CSXT 380,910, CSXT 380,912, CSXT 380,916 - CSXT 381,806, CSXT 381,812 - CSXT 381,815 (hereinafter called the "Coal Cars"); and

WHEREAS, B&OCT and CSXT have agreed to terminate the Lease with respect to the Coal cars as of the date hereof;

NOW THEREFORE, in consideration of the sum of \$1 and other valuable consideration, the undersigned hereby agree that the Coal Cars are no longer Subject to the Lease. Except as provided in this Partial Termination the terms and provisions of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have caused this Partial Termination to be executed as of the 30th day of March, 1989.

Attest:

THE BALTIMORE AND OHIO CHICAGO
TERMINAL RAILROAD COMPANY

By: *R. J. Hochmuth*
Title: Assistant Secretary

By: *A. B. [Signature]*
Title: Treasurer

Attest:

CSX TRANSPORTATION, INC.

By: *R. J. Hochmuth*
Title: Assistant Secretary

By: *[Signature]*
Title: AVP & TREASURER - EQUIPMENT UNIT

STATE OF Maryland)
City : ss.:
COUNTY OF Baltimore)

On this 27th day of March, 1989, before me personally appeared R B Afton, to be personally known, who, being by me duly sworn, says that he is Treasurer of The Baltimore & Ohio Chicago Terminal, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

H. Marlene McCabe
Notary Public

MY COMMISSION EXPIRES JULY 1, 1990

My Commission Expires:

[Notary Seal]

STATE OF Maryland)
City) : ss.:
COUNTY OF Baltimore)

On this 27th day of March, 1989, before me personally appeared Allen J. Vorwand, to be personally known, who, being by me duly sworn, says that he is ~~AVP & TREASURER, EQUIPMENT UNIT~~ of CDK Transportation Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

H. Marlene McCabe
Notary Public

My Commission Expires: MY COMMISSION EXPIRES JULY 1, 1990

[Notary Seal]

CERTIFICATION

On this 30th day of March, 1989, the undersigned has compared the foregoing copy of the Partial Termination Agreement relating to the primary document recorded under Recordation No. 1-5829 with the original thereof and has found the copy to be complete and identical in all respects to the original.

Harriet Ann Robinson
Harriet Ann Robinson

DISTRICT OF COLUMBIA: ss:
:

Subscribed and sworn to before me this 30th day of March, 1989.

Sundari Prabasto
Notary Public

My commission expires October 14, 1991